

STEP TWO

PAGE 1

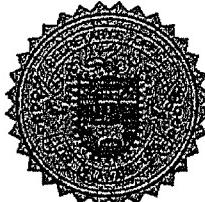
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HYDRALIFT HOLDING, INC.", A DELAWARE CORPORATION,
"HYDRALIFT, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NATIONAL-OILWELL, INC." UNDER THE NAME OF
"NATIONAL-OILWELL, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2003, AT
7:06 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF
NOVEMBER, A.D. 2003, AT 12:02 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2524592 8100M

AUTHENTICATION: 2711709

030686092

DATE: 10-27-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:06 PM 10/24/2003
FILED 07:06 PM 10/24/2003
SRV 030686092 - 2524592 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HYDRALIFT HOLDING, INC.
(a Delaware Corporation)

and

HYDRALIFT, INC.
(a Delaware Corporation)

WITH AND INTO

NATIONAL-OILWELL, INC.
(a Delaware Corporation)

Pursuant to Section 253 of the Delaware General Corporation Law

National-Oilwell, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the 14th day of July, 1995 pursuant to the General Law of the State of Delaware (the "DGCL").

SECOND: That the Company owns 100% of the outstanding capital stock of each of the following corporations—Hydrallift Holding, Inc., a corporation incorporated on the 8th day of April, 2002 pursuant to the laws of the State of Delaware, and Hydralift, Inc., a corporation incorporated on the 31st day of January, 1995 pursuant to the laws of the State of Delaware (together the "Subsidiary Corporations").

THIRD: That the Company, by resolution of the board of directors by unanimous consent duly adopted on October 20, 2003, as set forth on Exhibit A hereto, determined to merge into itself the Subsidiary Corporations (the "Merger").

FOURTH: That the registered address of the Company in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Company at such address is The Corporation Trust Company.

FIFTH: That this Certificate of Ownership and Merger shall become effective at 12:02 a.m. on November 1, 2003, Wilmington, Delaware time.

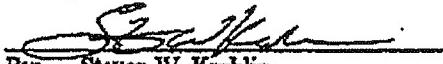
OCT-24-2003 15:23

C T CORP

P.07/08

IN WITNESS WHEREOF, the Company has caused this Certificate of
Ownership and Merger to be duly executed in its corporate name on the 20th day of October,
2003, in accordance with Sections 103 and 253 of the DGCL.

NATIONAL-OILWELL, INC.


By: Steven W. Krablin
Its: Senior Vice President